SGS ASSOCIATES LLP
Company Secretaries
LLP-IN-ABA3370|
GSTIN 07AEPFS8815J1ZB

CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
Samvardhana Motherson International Limited
CIN L35106MH1986PLC284510
Regd. Office: Unit 705, C Wing, ONE BKC,
G Block, Bandra Kurla Complex, Bandra East,
Mumbai-400051, Maharashtra, India.

Sub. : Consolidated Scrutinizer's Report on Remote E– voting conducted prior to the 39th Annual General meeting (AGM) of Samvardhana Motherson International Limited held on Thursday, July 30, 2026 at 1515 Hours (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') and E-voting during the AGM

Dear Sir,

I, D.P. Gupta, Company Secretary in Practice, Managing Partner of M/s SGS Associates LLP, Company Secretaries (M.N. FCS 2411; C P. No. 1509) having office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as a Scrutinizer by the Board of Directors of Samvardhana Motherson International Limited **("the Company")** pursuant to section 108 of the Companies Act, 2013 ("**the Act"**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining requisite majority on items carried out at the aforementioned AGM in accordance with the relevant provisions of the Act, through VC/OAVM. I am also appointed as the Scrutinizer to scrutinize the E-voting process during the AGM.

The AGM Notice dated June 23, 2026 as confirmed by the Company, was sent through electronic mode to those shareholders whose email addresses were registered with the Company/Depositories. Emails were sent in compliance with the General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**).

I, submit my report as under:

1. The management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the 39th AGM of the Members of the Company.

SCRUTINIZER'S RESPONSIBILITY

2. My responsibility as Scrutinizer for the voting process through electronic means (i.e. by remote e-voting and e-voting at the AGM) is limited to make a Consolidated Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" the resolutions stated in the aforementioned AGM Notice, based on the reports generated from the E-voting system provided by National Securities Depository Limited ("**NSDL"**), the agency engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and e-voting at the AGM).

3. The remote e-voting period remained open from **Monday, 27th July, 2026 at 0900 Hours (IST) to Wednesday, 29th July, 2026 up to 1700 Hours (IST)**.

4. The shareholders holding shares as on the "**Cut Off Date**" i.e., **Thursday, 23th July 2026** were entitled to vote on the proposed resolutions (Item Nos.1 to 9) as set out in the Notice of the 39th AGM of the Company.

5. After completion of e-voting at the AGM, votes cast by shareholders were unblocked in the presence of two witnesses i.e., Ms. Vanshika Khandelwal and Ms. Nivi Kanungo who were not in the employment of the Company.

6. Thereafter, the details, containing, *inter-alia*, list of equity shareholders, who voted in "**Favour**" or "**Against**", were downloaded from e-voting website of NSDL**.**

7. The results of the voting as per NSDL e-voting system are as under:

A) Resolution 1: To consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with Reports of Board of Directors and Auditors thereon – Ordinary Resolution

(i) **Voted in favour of the resolution**:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	2,460	9,27,98,00,216	99.7100
E-voting at AGM	22	1,68,926	0.0018
Total	2,482	9,27,99,69,142	99.7118

(ii) **Voted against the resolution**:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	38	2,68,23,284	0.2882
E-voting at AGM	-	-	0.0000
Total	38	2,68,23,284	0.2882

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

B) Resolution 2: To declare final dividend of Re. 0.25 (Twenty-Five Paisa only) per equity share of face value of Re. 1 (Rupee One only) for the financial year ended 2025-26 - Ordinary Resolution

(i) **Voted in favour of the resolution**:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	2,462	9,30,97,73,183	99.9980
E-voting at AGM	22	1,68,926	0.0018
Total	2,484	9,30,99,42,109	99.9998

(ii) **Voted against the resolution**:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	42	19,570	0.0002
E-voting at AGM	-	-	0.0000
Total	42	19,570	0.0002

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

C) Resolution 3: To appoint a director in place of Mr. Laksh Vaaman Sehgal (DIN: 00048584), who retires by rotation and being eligible offers himself for re-appointment – Ordinary Resolution

(i) **Voted in favour of the resolution**:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	2,326	9,16,30,02,824	98.4215
E-voting at AGM	22	1,68,926	0.0018
Total	2,348	9,16,31,71,750	98.4233

(ii) **Voted against the resolution**:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	185	14,67,88,670	1.5767
E-voting at AGM	-	-	0.0000
Total	185	14,67,88,670	1.5767

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

D) Resolution 4: To approve re-appointment of Mr. Pankaj Mital (DIN: 00194931) as Whole-time Director and approval of terms of re-appointment thereto - Ordinary Resolution

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	2,396	9,23,81,05,474	99.2282
E-voting at AGM	22	1,68,926	0.0018
Total	2,418	9,23,82,74,400	99.2300

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	106	7,16,86,552	0.7700
E-voting at AGM	-	-	0.0000
Total	106	7,16,86,552	0.7700

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

E) Resolution 5: Re-appointment of Ms. Rekha Sethi (DIN: 06809515) as an Independent Director of the Company – Special Resolution

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	2,332	9,16,71,99,459	98.4666
E-voting at AGM	21	1,68,514	0.0018
Total	2,353	9,16,73,67,973	98.4684

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	180	14,25,90,441	1.5316
E-voting at AGM	-	-	0.0000
Total	180	14,25,90,441	1.5316

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

F) Resolution 6: To approve material related party transaction with Motherson Sumi Wiring India Limited – Ordinary Resolution

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	2,441	4,18,05,52,448	99.9955
E-voting at AGM	22	1,68,926	0.0040
Total	2,463	4,18,07,21,374	99.9995

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	44	21,181	0.0005
E-voting at AGM	-	-	0.0000
Total	44	21,181	0.0005

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

Note: Related parties of the Company (as defined under Regulation 2(1) (zb) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 2(76) of the Companies Act, 2013 have not voted for the above item.

G) Resolution 7: To approve limits under section 186 of the Companies Act, 2013 for Motherson Electronic Components Private Limited, a subsidiary company – Special Resolution

(a) Voting results of the equity shareholders (Promoters and Public Shareholders)

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	2,454	9,30,90,48,542	99.9979
E-voting at AGM	22	1,68,926	0.0018
Total	2,476	9,30,92,17,468	99.9997

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	43	23,488	0.0003
E-voting at AGM	-	-	0.0000
Total	43	23,488	0.0003

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

(b) Voting results of the public equity shareholders

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	2,442	4,17,98,34,428	99.9954
E-voting at AGM	22	1,68,926	0.0040
Total	2,464	4,18,00,03,354	99.9994

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	43	23488	0.0006
E-voting at AGM	0	0	0.0000
Total	43	23488	0.0006

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

H) Resolution 8: To approve limits under section 186 of the Companies Act, 2013 – Special Resolution

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	2,036	8,37,70,43,541	89.9794
E-voting at AGM	22	1,68,926	0.0018
Total	2,058	8,37,72,12,467	89.9812

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	472	93,27,48,194	10.0188
E-voting at AGM	-	-	0.0000
Total	472	93,27,48,194	10.0188

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

I) Resolution 9: To approve ratification of remuneration of Cost Auditors for financial year 2026-27 – Ordinary Resolution

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	2,434	9,30,22,52,442	99.9172
E-voting at AGM	21	1,68,925	0.0018
Total	2,455	9,30,24,21,367	99.9190

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	65	75,39,351	0.0810
E-voting at AGM	-	-	0.0000
Total	65	75,39,351	0.0810

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	1

8. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the AGM of the Company and the same to be handed over to the Company Secretary of the Company for safe keeping.

Restriction on use

The report has been issued at the request of the Company for (i) submission to the Stock Exchanges, (ii) to be placed on the website of the Company and (iii) website of NSDL (E-voting Agency). This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.

Thanking You,

Yours faithfully,
For SGS Associates LLP
Firm Regn. L2021DE011600

DAMODAR PRASAD GUPTA
Digitally signed by DAMODAR PRASAD GUPTA
Date: 2026.07.30 21:27:32 +05'30'

CS D P Gupta
(Scrutinizer)
FCS 2411 CP 1509
ICSI UDIN No. **F002411H000984975**
ICSI PR Code: 7547/2025
Place: Noida
Date: July 30, 2026